

November 18, 2014

To whom it may concern

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### Announcement about the allotment of the stock option (stock warrant)

Our company announces that the board of directors' meeting held on November 18, 2014 passed a resolution offering, as follows, the matter of seeking the approval for entrusting of decision of the subscription requirements for stock warrant as stock option to be issued gratis, based on the regulation of Company Act, Articles 236, 238 and 239, to the board of directors' meeting to the 16th ordinary shareholders' meeting scheduled to be held on December 25, 2014

#### Note

1. The reason of needs to solicit for persons who underwrite stock warrant on the advantageous terms.  
For the purposes to raise the morale and the incentive to contribute to improve the company's long-term value, our company issues the stock warrant with free of charge to directors (including outside board members) of our company and our subsidiary company, employee and cooperators outside of the company.
2. The contents and the upper limit of number of stock warrant which can be decided by subscription requirements based on the matters decided by this shareholders' meeting.
  - (1) The upper limit of number of stock warrant which can be decided by subscription requirements based on the entrustment.  
4,000 is decided as the upper limit of number of stock warrant of which contents are based on the following item (3).  
Furthermore, the upper limit of total number of stock provided by exercising of this stock warrant is 400,000 of common stock. In case that the number of stock provided (as defined in followings) is adjusted by the following item ① of (3), the number of stocks provided after adjustment multiplied by the above described upper number of stock warrant becomes the upper limit.
  - (2) The stock warrant which can be decided by subscription requirements based on the

entrustment is not required any monetary payment.

(3) The contents of stock warrant which can be decided by subscription requirements based on the entrustment.

① The class and number of stocks which is a purpose of stock warrant

The class of stock which is a purpose of stock warrant is to be common stock and the number of stocks which is a purpose of the stock warrant (hereinafter referred to as “number of provided stock”) is 100 stocks. But, after the day allocated the stock warrant (hereinafter referred to as “allocation day”), when the company exercises the stock-split (including a free of charge allocation of common stock, which is applied to the description of stock-split in what follows.) or the reverse stock-split, the number of provided stock is adjusted by the following formula.

$$\begin{aligned} &\text{Number of provided stocks after an adjustment} = \\ &\text{Number of provided stocks before an adjustment} \\ &\times \text{ratio of the stock-split and the reverse stock-split} \end{aligned}$$

Addition to above, when it's appropriate to adjust the number of provided stocks after the allocation day, the company is able to adjust the number of provided stocks within the reasonable scope.

It is rounded off fractions for the stock less than one stock caused by adjustment above described.

② Value of assets invested on exercising the stock warrant

The value of assets invested on exercising the stock warrant is the amounts paid (hereinafter referred to as “exercised amount”) for one stock provided on exercising such stock warrant multiplied by the number of provided stock.

The “exercised amount” is the amount multiplied by 1.2 of the higher price of either the average of closing prices (hereinafter referred to as “closing price”) of ordinary trading of the company's common stock in Tokyo Stock Exchange in each day (excluding the days of no trading) in the previous month of the month in which the allocation day belongs or the closing price in allocation day (the closing price of previous immediate day, if no closing price at the allocation day). It is rounded up fractions for the amount less than one yen.

Also, the exercised amount follows the adjustments described below.

i. After allocation day, when the company exercises stock-split or stock reverse split of common stocks, the exercised amount is adjusted using the following formula and it rounds up fractions, if there is any fractional amounts less than one yen.

$$\text{Exercised amount after adjustment} = \text{Exercised amount before adjustment} \times 1 / \text{ratio of the stock-split and the reverse stock-split}$$

ii. After allocation day, if the company issues new common stocks with price below the current price or exercises the disposal of treasury stocks, the exercised amount is adjusted using the following formula and it rounds up fractions, if there is any fractional amounts less than one yen.

However, those are excluded from this adjustment that it is the selling of the treasury stocks based on the regulations of Article 194 of the Company Act (the request of selling of odd-lot stocks by holders of such stocks.), the conversion of the securities converted to or convertible to the company's common stocks, and exercising of the stock warrant including bond with stock warrant which is able to require to issue the common stocks.

Exercised amount after adjustment = exercised amount before adjustment x

$$\text{number of stocks already issued} + \frac{\text{number of stocks newly issuing} \times \text{paid out amounts per share}}{\text{current price}}$$


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number of stocks already issued + number of stocks newly issuing

In the above formula, the "number of stocks already issued" is the result of deduction of number of common stocks of treasury stocks the company owns from total number of common stocks already issued and, on disposal of treasury stock, the "number of stocks newly issuing is to be read the "number of treasury stock disposed".

- iii. Furthermore, other than above, after allocation day, in case that it is appropriate to adjust the exercising price such as allotting of other class of stocks to common stockholders without contribution or paying dividends of other companies' common stock, the company can adjust the exercise price within reasonable scope.
- ③Period to be able to exercise the stock warrant
  - 4 years from the day after the elapse of 5 years after allocation day
- ④Items regarding capital and capital surplus which increase on issuing the stock by exercising stock warrant
  - i. The amount of capital increase on issuing stocks by exercising stock warrant is to be one half of amounts of upper limit of capital increase calculated based on Corporate Accounting Rules Article 17, Section 1 and it rounds up fractions if there is any fractional amounts less than one yen after calculation.
  - ii. The amount of capital surplus increase on issuing stocks by exercising stock warrant is to be the amount deducted that of increasing capital set in above i from the amount of upper limit of capital increase described above i.
- ⑤Restriction of the acquisition of the stock warrant by transfer
  - Approval by a resolution of the company's board of directors meeting is needed for the acquisition of the stock warrant by transfer.
- ⑥Articles of acquisition of stock warrant
  - The company can acquire the stock warrant with free of charge on the day the company's board

of directors' meeting sets separately in case the company's shareholders' meeting approves following bills of i, ii, iii, iv and v, (or if the resolution of share holders' meeting is not necessary, in case the resolution of the company's board of directors' meeting or decision by the representative director of the company was done.).

- i. Bill of the merger contract approval by which the company will be an extinct company.
- ii. Bill of the divide contract approval by which the company will be a divide company or the approval of divide plan.
- iii Bill of the stocks exchange contract by which the company will be a wholly owned subsidiary or approval of the stock transfer plan.
- iv Bill of the approval for the amendment of the articles of incorporation to set the rules requiring the company's approval of acquisition, by transfer, of the whole stocks the company issued.
- v Bill of the approval for the amendment of the articles of incorporation to set the rules that requires authorization of the company to acquire class of stocks, by transfer, as the purpose of the stock warrant or that of the company acquires all class of stocks by resolution of the stockholders' meeting.

⑦ Decision policy about the contents of issuing the stock warrant by a targeted reorganization company on organization restructuring

In case that the company merges (only in the case the company extinct by the merging), splits in absorption-type, splits in incorporation-type (only in the cases the company is a split company in respective case), exchanges the stocks and transfers the stocks (only in case the company becomes subsidiary company in respective case), (hereinafter all of these referred to as "action of organization restructuring"), the stock warrant of a company (hereinafter referred to as "restructuring target company") described in 5 items of Company Act Article 236, Clause 1, Issue 8 is issued to persons who hold the remaining stock warrant (hereinafter referred to as "remaining stock warrant) on the just before date of entry into force of action of organization restructuring. (on absorption type merge, the day the merge becomes in effect, on consolidation-type merge, the day the new merged company establishes, on split in absorption-type, the day the split becomes in effect, on split in incorporation-type, the day the new split company establishes, on exchange of the stock, the day the exchange becomes in effect and on transfer of stock, the day parent company with stocks transferred establishes.)

Furthermore, it makes a condition that the issuing of stock warrant of restructuring target company is declared and included, based on the following items, into the plan of absorption-type merge contract, consolidation-type merge contract, absorption-type splits contract, incorporation-type splits contract stock exchange contract and stock transfer contract.

i. Number of stock warrant of restructuring target company

The same number of remaining stock warrant held by persons owning stock warrant are issued.

ii. Class of stock of restructuring target company as the purpose of stock warrant

The common stocks of restructuring target company.

iii. Number of stocks of restructuring target company as the purpose of stock warrant

It is decided according to above ① in consideration of the conditions of action of organization restructuring

iv. Value of property invested at exercising the stock warrant

The value of property invested at exercising the each of the issued stock warrant is the amount multiplied the paid amount after restructuring adjusted the exercising price defined above② in consideration of the condition of action of organization restructuring, by number of stocks of restructuring target company as the purpose of stock warrant decided according to the above iii.

v. Period being possible to exercise the stock warrant

The period is between the later day of either the day of starting to be able to exercise the stock warrant, defined in above ③, or the day of entry into force of action of organization restructuring, and the end of day of period being able to exercise the stock warrant defined in above③.

vi. Items regarding capital and capital surplus which increase on issuing the stock by exercising stock warrant

To be decided according to above④

vii. Restriction of the acquisition of the stock warrant by transfer

The acquisition of the stock warrant requires the approval by resolution of the board of directors' meeting of restructuring target company.

viii. Articles of acquisition of stock warrant

To be decided according to above⑥

⑧Arrangement for rounding of fractions for the issued stock less than one stock after exercising stock warrant.

In case that there are fractions less than one stock in the stocks issued to persons held stock warrant after exercising stock warrant, it is rounded off.

⑨Other conditions to exercise the stock warrant

When persons held the stock warrant abandon the rights, the persons cannot exercise the stock warrant.